

EXHIBIT F

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

REARDEN LLC, REARDEN MOVA LLC,)
California limited liability)
companies,)
)
Plaintiffs,)
)
vs.) No. 4:17-cv-04006-JST
) 4:17-cv-04191-JST
THE WALT DISNEY COMPANY, a)
Delaware corporation, WALT)
DISNEY MOTION PICTURES GROUP,)
INC., a California)
corporation, BUENA VISTA HOME)
ENTERTAINMENT, INC., a)
California corporation, MARVEL)
STUDIOS, LLC, a Delaware)
limited liability company,)
MANDEVILLE FILMS, INC., a)
California corporation,)
)
Defendants.)
)

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CONFIDENTIAL DEPOSITION OF MIMI STEELE, taken on
behalf of the Plaintiffs, at 350 South Grand Avenue, 50th
floor, Los Angeles, California, commencing at 10:09 A.M.,
on Wednesday, March 11, 2020, pursuant to Subpoena, before
MICHELLE MURTAGH, CSR No. 13975, a Certified Shorthand
Reporter, in and for the County of Los Angeles, State of
California.

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

REARDEN LLC, REARDEN MOVA LLC,)
California limited liability)
companies,)

Plaintiffs,)

vs.)

No. 4:17-cv-04006-JST
4:17-cv-04191-JST

THE WALT DISNEY COMPANY, a)
Delaware corporation, WALT)
DISNEY MOTION PICTURES GROUP,)
INC., a California)
corporation, BUENA VISTA HOME)
ENTERTAINMENT, INC., a)
California corporation, MARVEL)
STUDIOS, LLC, a Delaware)
limited liability company,)
MANDEVILLE FILMS, INC., a)
California corporation,)

Defendants.)

REARDEN LLC and REARDEN MOVA)
LLC,)

Plaintiffs,)

vs.)

TWENTIETH CENTURY FOX FILM)
CORPORATION, a Delaware)
corporation and TWENTIETH)
CENTURY FOX HOME ENTERTAINMENT)
LLC, a Delaware limited)
liability company,)

Defendants.)

1 material that is captured gets translated and can then
2 be used by the animator to then go in and animate more
3 on top of that.

4 Q. Let's just take a step back then. Was the
5 Disney production team going to capture Dan Stevens
6 performance as the Beast, his facial performance?

7 A. Yes.

8 Q. What technology were they going to use to do
9 that?

10 A. We were going to use Medusa.

11 Q. And did that, in fact, happen?

12 A. No.

13 Q. Why didn't you end up using Medusa?

14 A. Digital Domain suggested MOVA.

15 Q. Okay.

16 A. When we went to Digital Domain.

17 Q. Okay. So ILM's Medusa had a facial capture
18 technology and Digital Domain had a facial capture
19 technology and you went with Digital Domain?

20 A. Yes.

21 Q. And I guess getting back to what you and I
22 have been struggling a little bit with here, it wasn't a
23 concern with Frame Store or Double Negative whether or
24 not they had Facial Performance Capture technology
25 because you could use Medusa; right?

1 A. Yes, or we could use any other number of
2 facial captures.

3 Q. And so let me just ask you: Why is it that
4 you ended up choosing Digital Domain over ILM's Medusa?

5 A. We didn't choose it over ILM's Medusa. We
6 chose Digital Domain because of their Direct Drive and
7 also because Kelly Port and how he connected with the
8 director.

9 Q. So you originally contemplated using Medusa
10 for Facial Performance Capture and you decided instead
11 to go with Digital Domain's technology for the reasons
12 you just related to me?

13 A. No. We -- "we" being Steve, myself, Jeff, and
14 Bill went with ILM in the beginning. They were going to
15 use Medusa. That wasn't the reason why we chose ILM,
16 and then clearly could tell that they were not
17 connecting creatively with our director, so we were
18 looking at other options, and the other option being DD.
19 Direct Drive was attractive and Kelly Port was also one
20 of the selling points for Bill.

21 Q. Okay. Good. Yep. That was my question.

22 Had you personally worked with Facial
23 Performance Capture before "Beauty and the Beast"?

24 A. Not on any of my previous films.

25 Q. So I want to touch back on something you just

1 STATE OF CALIFORNIA)
) ss.
2 COUNTY OF LOS ANGELES)
3

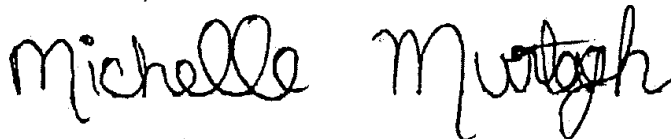
4 I, MICHELLE MURTAGH, CSR No. 13975, a court
5 reporter for the County of Los Angeles, State of
6 California, do hereby certify;

7 That prior to being examined, MIMI STEELE, the
8 witness named in the foregoing deposition, was by me
9 duly sworn to testify the truth, the whole truth, and
10 nothing but the truth;

11 That said deposition was taken before me at
12 the time and place herein set forth, and was taken by me
13 in shorthand and thereafter transcribed into typewriting
14 under my direction and supervision, and I hereby certify
15 that the said deposition is a full, true and correct
16 transcript of my shorthand notes so taken; that a review
17 of the transcript by the deponent was requested.

18 I further certify that I am neither counsel
19 for nor related to any party to said action, nor in any
20 way interested in the outcome thereof.

21 IN WITNESS WHEREOF, I hereto subscribe my name
22 this 26th day of March, 2020.

23 
24

25 Certified Shorthand Reporter in
and for the County of Los Angeles,
State of California